

April 18, 2019

David G. Duvall  
1200 Queens Road  
Charlotte, NC 28207

Dear David:

I am very pleased to extend an offer to you to join Henry Ford Health System as Senior Vice President PR, Marketing, Communications & Chief Experience Officer effective on a date that we will mutually determine.

Your objectives in this role, reporting directly to me, will be to provide system leadership, direction and support to Public Relations, Marketing, Communications and lead as Chief Experience Officer for Henry Ford Health System (HFHS). You will also support other business development initiatives as we transform HFHS in pursuit of our True North objectives.

Specifically, some your duties will include:

- Serve as a member of the HFHS senior leadership team, participate in system-wide business planning and decision-making, lead system-wide initiatives and provide communication and support to system executive leaders, regional market executives, the Board of Directors and appropriate committees as assigned.
- Provide advice and consultation to the Chief Executive Officer on a broad range of topics and issues. Actively support a culture that inspires and renews employee commitment to the mission, values and goals of HFHS;
- Champion the organization's vision of leading, healing and transforming. Lead the organization in creating a compelling vision and clarifying strategic priorities;
- Lead the processes of planning, developing, affirming, articulating, and implementing cohesive and unifying overall organization strategies as well as marketing and communication strategies, plans, methods and tools.
- Lead the creation and implementation of strategic planning processes that identify roles/responsibilities, metrics, and value propositions.
- Model the effect of changing priorities and strategies;
- Serve as the system patient/resident/customer loyalty expert and is knowledgeable about evidence-based strategies to improve the patient/resident/customer experience across HFHS and all care settings. Lead efforts to develop and advance the patient/resident/customer loyalty strategic plan and collaborates with leadership to make strategic decisions;

PLAINTIFF'S  
EXHIBIT

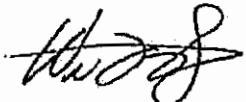
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Your proposed total cash compensation opportunity, as described in the attachment to this letter, will be \$575,000 annually, comprised of base pay, an Annual Incentive Plan (AIP) opportunity and a Long-Term Incentive Plan (LTIP) as well as a relocation award of \$150,000, a sign-on bonus of \$100,000 and other rewards noted in the attachment.

David, I am delighted that you have agreed to join the Henry Ford Health System leadership team. I know that you will drive strong results as we implement our strategies, stand up our operating model and move toward our True North objectives.

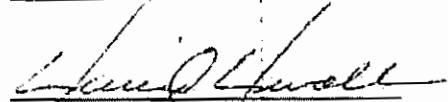
If the terms described in this offer letter are acceptable to you, please sign below and return a copy to me.

Sincerely,

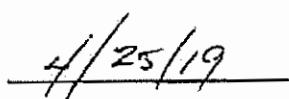


Wright L. Lassiter III  
President & Chief Executive Officer  
Henry Ford Health System

Concur:

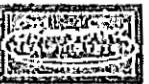


David G. Duvall

  
4/25/19

Date

Attachment



Summary of Compensation and Benefit Offer

**David G. Duvall**

**Senior Vice President PR, Marketing, Communications & Chief Experience Officer**

Reward Element		Notes
<b>Base Salary</b>	\$575,000	<ul style="list-style-type: none"> <li>Annual salary, paid bi-weekly</li> </ul>
<b>AIP Target Opportunity</b>	\$172,500	<ul style="list-style-type: none"> <li>Annual Incentive Plan opportunity based on 30% of base</li> <li>Payout based on System performance</li> </ul>
<b>Long-Term Incentive Plan (LTIP)</b>	\$86,250	<ul style="list-style-type: none"> <li>3-year long-term incentive plan based on 15% of base salary</li> </ul>
<b>Annual Total Cash Compensation Opportunity</b>	\$833,750	<ul style="list-style-type: none"> <li>Annual full-year opportunity based on AIP target achievement</li> </ul>
<b>Supplemental Executive Retirement Plan (SERP)</b>	15% of TCC	<ul style="list-style-type: none"> <li>15% of TCC (base + AIP; offset by other employer provided retirement benefits and taxes)</li> <li>Provision for vesting on termination not for cause</li> </ul>
<b>Relocation Award</b>	150,000	<ul style="list-style-type: none"> <li>Taxable bonus to be paid in a taxable lump sum within 30 days of hire</li> <li>To be used at executive's discretion</li> </ul>
<b>Sign-On Bonus</b>	\$100,000	<ul style="list-style-type: none"> <li>Taxable bonus to be paid in a taxable lump sum within 30 days of hire</li> <li>To be used at executive's discretion</li> </ul>
<b>Retirement &amp; Savings Benefits</b>	Eligible	<ul style="list-style-type: none"> <li>HFHS Ambassador 403(b) Savings Plan</li> <li>HFHS Supplemental Retirement Savings Plan</li> <li>HFHS 457(b) Deferred Compensation Plan</li> </ul>
<b>Medical Leave</b>	Eligible	<ul style="list-style-type: none"> <li>Up to one year at 100% after six months of employment, followed by long-term disability insurance benefits</li> </ul>
<b>Health &amp; Welfare Benefits</b>	Eligible	<ul style="list-style-type: none"> <li>Full complement of flexible benefits, including medical/vision/dental coverage (effective on the first day of the month following hire), employee and dependent life insurance, accidental death &amp; dismemberment insurance, Flexible Savings or Health Savings Accounts</li> </ul>
<b>Paid Vacation / Holidays</b>	5 weeks + 6 days	<ul style="list-style-type: none"> <li>Per policy</li> </ul>
<b>Work Location</b>	One Ford Place	<ul style="list-style-type: none"> <li>Leader and executive to determine a flexible work schedule consisting of remote and in-office arrangements</li> </ul>
<b>Vehicles</b>	Eligible	<ul style="list-style-type: none"> <li>Ford Motor Company Employee "A" Plan</li> </ul>

*Please note that this offer of employment is contingent upon successful completion of a reference and background screening and a pre-employment health screening, including a drug screen, tobacco product screening, TB test and influenza vaccine. Henry Ford Health System reserves the right to modify its rewards programs at any time.*